NON-STOCK

NON-PROFIT

CERTIFICATE OF INCORPORATION
of
CARBONDALE (PA) HISTORICAL SOCIETY AND MUSEUM, INC.

FIRST: The name of this corporation is CARBONDALE (PA) HISTORICAL SOCIETY AND MUSEUM, INC.

SECOND: Its registered office in the State of Delaware is to be located at 725 Market Street in the City of Wilmington, County of New Castle. The registered agent in charge thereof is The Company Corporation at same address.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of Delaware.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be stated in By-Laws.

FIFTH: The name and mailing address of the incorporator is as follows: _____

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until their successors are elected are as follows: S. Robert Powell, Oliver R. Shifler, David J. Baum, Nan Daniels, Howard A. Yepson. The address of the five directors is: Post Office Box 151, Carbondale, PA 18407

SEVENTH: The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the By-Laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise all the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The corporation may elect such officers as the By-Laws may specify, who shall, subject to the provision of the Statute, have titles and exercise such duties as the By-Laws may provide. The board of directors is expressly authorized to make, alter or repeal the By-Laws of this corporation. This corporation may in its By-Laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute, provided that the board of directors shall not exercise any power of authority conferred herein or by Statute upon the members.

EIGHTH: Meetings of members may be held without the State of Delaware, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the Statutes) outside the State of Delaware at such place or places as may be from time to time designated by the board of directors.